

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
CORPUS CHRISTI DIVISION**

In re:	§	(Chapter 11)
	§	
TRUSSWAY INDUSTRIES, INC.	§	CASE NO. 04-21670
	§	
TRUSSWAY, LTD.	§	CASE NO. 04-21687
	§	
TRUSSWAY HOLDINGS, INC.	§	CASE NO. 04-21688
	§	
TRUSSWAY PARTNERS, INC.	§	CASE NO. 04-21689
	§	
TRUSSWAY, INC. CENTRAL	§	CASE NO. 04-21691
	§	
TRUSSWAY, INC. EAST	§	CASE NO. 04-21692
	§	
TRUSSWAY, INC. WEST	§	CASE NO. 04-21693
	§	
T-WAY L.P., INC.	§	CASE NO. 04-21694
	§	
Debtors.	§	(Motion for Joint Administration Pending)

**ORDER APPROVING DEBTORS' MOTION FOR APPROVAL OF
OBLIGATIONS UNDER RESTRUCTURING AGREEMENT INCLUDING
ALTERNATIVE TRANSACTION PROTOCOL AND RELATED MATTERS**

THIS MATTER having come before the Court for hearing upon the Debtors' Motion for Approval of Obligations Under Restructuring Agreement Including Alternative Transaction Protocol and Related Matters (the "Alternative Transaction Motion"), the Court having entered its Findings of Fact and Conclusions of Law Regarding Debtors' Motions for (I) Approval of Obligations Under Restructuring Agreement Including Alternative Transaction Protocol and Related Matters, and (II) a Final Order Authorizing Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral (the "Findings and Conclusions"), and for good cause appearing,

IT IS HEREBY ORDERED THAT:

1. For the reasons set forth in the Findings and Conclusions, the Alternative Transaction Motion is GRANTED, and the Restructuring Agreement (as that term is defined in the Findings and Conclusions) is hereby APPROVED.

2. The respective obligations of the parties to the Restructuring Agreement as contained in the Restructuring Agreement are approved, including, but not limited to (i) the payment of a \$2 million termination fee by the Debtors to the Restructuring Lenders (as that term is defined in the Findings and Conclusions) upon the terms and conditions contained in the Restructuring Agreement; and (ii) the Alternative Transaction protocol contained in Section 4 of the Restructuring Agreement.

3. Approval of the Restructuring Agreement does not constitute approval of the treatment of creditors and interest holders as may be set forth in the Restructuring Agreement or the proposed plan of reorganization filed by the Debtors on January 18, 2005. The treatment of creditors and interest holders in these Cases will be determined within the context of a court-approved solicitation and confirmation of a plan of reorganization.

Dated: _____.

Honorable Richard S. Schmidt